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OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 6, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract C-7114 Rider 64

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: BASF Corporation Chemicals Division  
100 Cherry Hill Road  
Parsippany, NJ 07054]

Section Chief  
January 6, 2010  
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A description of the railroad equipment covered by the enclosed document is:

34 railcars: ACFX 042642 - ACFX 042675.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 06 '10

9-00 AM

**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to BASF Corporation Chemicals Division, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

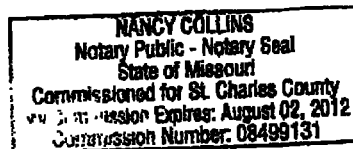
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### BASF Corporation Chemicals Division

Contract C-7114 rider 64 dated 1/23/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	042642
	Hopper	ACFX	042643
	Hopper	ACFX	042644
	Hopper	ACFX	042645
	Hopper	ACFX	042646
	Hopper	ACFX	042647
	Hopper	ACFX	042648
	Hopper	ACFX	042649
	Hopper	ACFX	042650
	Hopper	ACFX	042651
	Hopper	ACFX	042652
	Hopper	ACFX	042653
	Hopper	ACFX	042654
	Hopper	ACFX	042655
	Hopper	ACFX	042656
	Hopper	ACFX	042657
	Hopper	ACFX	042658
	Hopper	ACFX	042659
	Hopper	ACFX	042660
	Hopper	ACFX	042661
	Hopper	ACFX	042662
	Hopper	ACFX	042663
	Hopper	ACFX	042664
	Hopper	ACFX	042665
	Hopper	ACFX	042666
	Hopper	ACFX	042667
	Hopper	ACFX	042668
	Hopper	ACFX	042669
	Hopper	ACFX	042670
	Hopper	ACFX	042671
	Hopper	ACFX	042672
	Hopper	ACFX	042673
	Hopper	ACFX	042674

## **Schedule A**

### **Equipment**

#### **BASF Corporation Chemicals Division**

**Contract C-7114 rider 64**

<u><b>Quantity</b></u>	<u><b>Description</b></u>	<u><b>Reporting Marks</b></u>	<u><b>Road Numbers</b></u>
<b>34</b>	Hopper	ACFX	042675

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/6/2010



\_\_\_\_\_  
Robert W. Alvord